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JAMES J. GILLESPIE, JR. JAMES J. GILLESPIE, JR. GARY R. WALKER R. MARK SOLANO

OCT 27 1982 -3 60 PM October 22, 1982

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL NO. 224034 RETURN RECEIPT REQUESTED

JOHN R. KENRICK ROBERT B. WILLIAMS WILLIS A. SIEGFRIED, JR.

DAVID E. TUNGATE RICHARD W. GLADSTONE, II G. RICHARD GOLD

G. RICHARD GOLD RAY C. STONER J. W. MONTGOMERY, III WILLIAM R. NUERNBERG PETER C. BAGGERMAN MARK A. WILLARD JOHN W. UBINGER, JR. D. RICHARD FUNK

D. NICHARD FUNN HOWARD D. SCHWARTZ ROBERT L. ALLMAN, II STEVEN W. MCGRATH BRYAN D. ROSENBERGER MICHAEL R. BORASKY TIMOTHY W. SILBAUGH

FRANK L. SEAMANS CARL CHERIN CLOYD R. MELLOTT

CARL CHERIN
CLOYD R. MELLOTT
W. GREGG KERR
RODERICK G. NORRIS
JOHN H. MORGAN
CARL F. BARGER
EDWARD J. GREENE
DONALD C. WINSON
ROBERT C. MCCARTNEY
WILLIAM B. MALLIN
BARTON Z. COWAN
EDWIN L. KLETT
THOMAS D. WRIGHT
C. ARTHUR WILSON, JR.
C. KENT MAY
EDWARD G. O'CONNOR
ALFRED W. VADNAIS
WM. ALVAH STEWART, III
DALE E. WILLIAMS
DALE HERSHEY
ROBERT W. DOTY
J. GARY KOSINSKI

Ms. Agatha L. Mergenovich Secretary Interstate Commerce Commission Washington, D.C.

Dear Madam:

1-300A039

K. DOYLE GEORGE

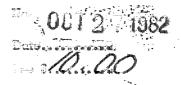
JOHN T. SCHMIDT RICHARD I. HALPERN

JOHN J. MYERS JOHN C. ARTZ ANDREW M. ROMAN

DENNIS J. O'BRIEN
JONATHAN K. HERGERT
MARGARET P. JOY
GEORGE M. MEDVED
STUART A. WILLIAMS
CAROL F. GRAEBNER
FRED W. GEORGE
GEORGE E. YOKITIS
CLIFFORD A. PASTEL
ELLEN MERCER SCHINDLER
CARLA H. GREENFIELD
WILLIAM E. KELLEHER. JR.

WILLIAM E. KELLEHER, JR. ANN M°CLURE STRICKLAND

ROBERT L. BYER JOHN PAUL LEWIS, JR. JANICE C. BOWERS DENNIS J. O'BRIEN



ICO Weekington, D. C.

Enclosed herewith for recordation pursuant to the provisions of 49 U.S.C. § 11303 are duplicate originals of Second Amendment to Security Agreement dated as of September 1982.

The enclosed which is a "secondary document" as that term is defined in 49 C.F.R. § 1116.1(b) amends a Security Agreement dated as of April 27, 1979 which was duly filed and recorded at 9:45 a.m. on May 3, 1979 and assigned Recordation Number 10332, which was previously amended by an Amendment to Security Agreement dated as of April 20, 1982 which was duly filed and recorded at 2:05 p.m. on May 28, 1982 and assigned Recordation Number 10332-A.

The railroad equipment covered by the enclosed document is described in the Amended and Restated Schedule I which is attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

> Debtor: Railroad Boxcar Associates II 425 Park Avenue

New York, New York 10022 Ms. Agatha L. Mergenovich October 22, 1982 Page Two

Secured

Party:

U.S. Steel Credit Corporation

600 Grant Street

Pittsburgh, Pennsylvania 15230

The undersigned is agent for the Secured Party for the purpose of recording the enclosed document and has knowledge of the matters set forth therein.

Kindly return one of the duplicate originals to Ellen Mercer Schindler, Esq., Eckert, Seamans, Cherin & Mellott, Forty-Second Floor, 600 Grant Street, Pittsburgh, Pennsylvania 15219.

Also enclosed is a check in the amount of \$10.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,

Ellen Mercer Schindler

Ellen Mercer Schindler

EMS:111

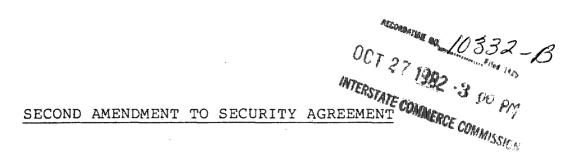
Enclosures

RAILROAD BOXCAR ASSOCIATES II

SECOND AMENDED AND RESTATED SCHEDULE I

DESCRIPTION OF EQUIPMENT

Builders Specifications	Quantity	Equipment Numbers (Inclusive)
50' 6", 70-ton single sheaved boxcars without side posts, 10'0" sliding doors, rigid underframe	100	AVL 151446-151447 AVL 151449 AVL 155463 AVL 155465 AVL 155468-155470 AVL 155472-155473 AVL 155477-155479 AVL 155484-155491 AVL 155497 AVL 155501-155508 AVL 155511 AVL 155514 AVL 155516 AVL 155516 AVL 155518-155519 AVL 155521 AVL 155523-155528 AVL 155531-155536
		MISS 155462 MISS 155464 MISS 155466-155467 MISS 155471 MISS 155475 MISS 155482 MISS 155509
		NSL 155474 NSL 155476 NSL 155481 NSL 155483 NSL 155492 NSL 155495-155496 NSL 155498-155499 NSL 155512-155513 NSL 155517 NSL 155520 NSL 155522 NSL 155522
		PT 201158-201178 TWRY 151448 TWRY 155480 TWRY 155494 TWRY 155500 TWRY 155510 TWRY 155515



WHEREAS, the parties hereto are parties to (i) the Security Agreement filed with the Interstate Commerce Commission ("ICC") at Recordation No. 10332; and (ii) the Amendment dated April 20, 1982 to Security Agreement filed with the ICC at Recordation No. 10332-A; and

WHEREAS, the parties have determined that certain of the railroad boxcars included as part of the Collateral should be remarked in order to maximize their utilization and earnings.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

1. Equipment Collateral. Schedule I to the Security Agreement is hereby further amended so as to substitute therefor the Second Amended and Restated Schedule I attached hereto and made a part hereof to reflect the renumbering of certain Items of Equipment.

2. <u>Further Modifications</u>. Except as expressly set forth herein, the Security Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Debtor and the Secured Party have executed this Amendment as of the day and year first above written.

RAILROAD BOXCAR ASSOCIATES II

General Partner

U. S. STEEL CREDIT CORPORATION

Dy William Paridon

STATE OF NEW YORK

SS

COUNTY OF NEW YORK

On this / day of , 1982, before me personally appeared LILYAN R. WAXMAN to me personally known, who being by me duly sworn, says that she is the Managing General Partner of RAILROAD BOXCAR ASSOCIATES II, that said instrument was signed and sealed on behalf of said partnership by authority of its Partnership Agreement; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

Man h. Splucer

(SEAL)

My Commission expires:

Motary Fublic Sta e et New York
No. 31-4698/15

Ouslified in New York County
Commission Expires March 30, 1969

COMMONWEALTH OF PENNSYLVANIA

SS

COUNTY OF ALLEGHENY

On this 30th day of first, 1982, before me personally appeared ROGER D. CRAFE, to me personally known, who being by me duly sworn, says that he is the Vice President-Leasing of U. S. STEEL CREDIT CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

My Commission expires:

KAREN S. KRAEUTER, Notary Public

PITTSBURGH, ALLEGHENY COUNTY, PA.

MY COMMISSION EXPIRES

MARCH 2, 1985

RAILROAD BOXCAR ASSOCIATES II

SECOND AMENDED AND RESTATED SCHEDULE I

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		AVL 155516 AVL 155518-155519 AVL 155521 AVL 155523-155528 AVL 155531-155536
· ·		MISS 155462 MISS 155464 MISS 155466-155467 MISS 155471 MISS 155475
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		TWRY 151448 TWRY 155480 TWRY 155494 TWRY 155500 TWRY 155510 TWRY 155515